

Esperion Therapeutics, Inc.
Form 4
July 02, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMAIN PARTERS VII L P

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,
LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Esperion Therapeutics, Inc. [ESPR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/01/2013 | | C | | 1,786,012 | A | 1,786,012 |
| Common Stock | 07/01/2013 | | P | | 280,923 | A | \$ 14 2,066,935 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------|---|-----------------|--------------------------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series A Preferred Stock | <u>(1)</u> | 07/01/2013 | | C | | | 1,786,012 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,786,012 |
| Warrant to Purchase Series A Preferred Stock | \$ 1 | 07/01/2013 | | J <u>(2)</u> | | | 489,320 | <u>(2)</u> | <u>(2)</u> | Series A Preferred Stock | 489,320 |
| Warrant to Purchase Common Stock | \$ 6.99 | 07/01/2013 | | J <u>(2)</u> | | 70,042 | | <u>(3)</u> | 02/12/2018 | Common Stock | 70,042 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOMAIN PARTERS VII L P C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |

Signatures

/s/Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of Domain Partners VII, L.P.

07/02/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All outstanding shares of Series A Preferred Stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
Upon the closing of the IPO the Warrants to purchase Series A Preferred Stock automatically converted on a 6.986-for-1 basis into
- (2) Warrants to purchase Common Stock, and the exercise price automatically adjusted to \$6.99 per share, pursuant to the terms of such Warrants. This transaction is reported on Form 4 solely for the purpose of reflecting such changes.

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(3) The Warrant is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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